

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

**DECLARATION OF PHILIP J. GUND IN SUPPORT OF APPLICATION FOR
ENTRY OF AN ORDER (A) AUTHORIZING THE EMPLOYMENT AND RETENTION
OF FENWICK & WEST LLP AS SPECIAL CORPORATE COUNSEL EFFECTIVE AS
OF THE PETITION DATE AND (B) GRANTING RELATED RELIEF**

I, Philip J. Gund, declare under penalty of perjury as follows:

1. I am the proposed Chief Restructuring Officer (“CRO”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), whose corporate headquarters are located at 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Application for Entry of an Order (A) Authorizing the Employment And Retention Of Fenwick & West LLP as Special Corporate Counsel Effective as of the Petition Date and (B) Granting Related Relief* (the “*Application*”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Fenwick as Special Counsel

3. Fenwick & West LLP (“Fenwick” or the “Firm”) is proposed to serve as special counsel to the Debtors. The Debtors recognize that a comprehensive review process is necessary

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

when selecting and managing counsel. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. Using this review process, the Debtors retained Fenwick to serve as their special corporate counsel.

4. Ultimately, the Debtors retained Fenwick because of its extensive experience in corporate matters generally and because of their prior representation of the Debtors. Thus, I believe that Fenwick is well qualified to represent the Debtors as special corporate counsel in these chapter 11 cases.

Rate Structure

5. In my capacity as CRO, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Fenwick has informed the Debtors that its rates are consistent with similar representations. As discussed below, I am also responsible for reviewing the invoices regularly submitted by Fenwick, and can confirm that the rates Fenwick charged the Debtors in the prepetition period are the same as the rates Fenwick charged the Debtors in the postpetition period. Fenwick has informed the Debtors that the Firm's standard hourly rates are subject to periodic adjustment in accordance with the Firm's practice.

Cost Supervision

6. The Debtors have developed a prospective budget for the postpetition period for services to be provided by all professionals, including Fenwick, recognizing that, in larger chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Fenwick. The Debtors further recognize their responsibility to closely monitor the billing practices of counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will timely review the invoices that Fenwick regularly submits.

7. The Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fee and expense reimbursement process. While every chapter 11 case is unique, the budgets will provide guidance on the period of time involved and the level of attorneys and professionals that will work on the various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 1, 2023

/s/ Philip J. Gund

Philip J. Gund
Proposed Chief Restructuring Officer